

*Lenny Sacandy*  
398-19335

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AZ. CORP. COMMISSION  
FILED

APR 1 1997

APPR. *Christine Gang-Rule*  
TERM \_\_\_\_\_  
DATE 4/18  
#0805703-4

**ARTICLES OF INCORPORATION**

OF

**TUBAC COMMUNITY CENTER FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, whose mailing addresses appear beneath their respective names, have this day associated themselves for the purpose of forming a nonprofit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is and shall be TUBAC COMMUNITY CENTER FOUNDATION, INC.

ARTICLE II.

The known place of business of this corporation shall initially be 6 Alegria Road, Tubac, in Santa Cruz County, Arizona, but it may establish other principal places of business and other offices at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

ARTICLE III

This corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for charitable, educational and scientific purposes and specifically for the active management of certain historic structures for educational, recreational and social use.

Without limiting the generality of the foregoing or the character of the affairs to be conducted by the corporation in the future, the corporation initially shall conduct the following business:

The management of the Tubac School premises for educational, recreational and social purposes, or any other civic purpose in the interest of the community.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the powers specified in Section 10-1005(A) of the Arizona Revised Statutes, as amended from time to time, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided,

However, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

#### ARTICLE IV.

No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE V.

The corporation shall be operated in a manner that prevents it from being a private foundation within the meaning of Section 509 of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted; provided, however, that in the event the objects, purposes and business of the corporation cannot be accomplished unless the corporation is operated as a private foundation, it shall not be operated in violation of the following limitations, restrictions and prohibitions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(b) The corporation shall not engage in any of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;



1. Loretta M. Lewis
2. Herbert Wisdom
3. Lillian G. Garrett
4. Bonnie Long

The above directors were elected at a meeting held at 6 Alegria Road, Tubac, Arizona, on the 25th day of March, 1997.

The Bylaws of the corporation shall prescribe the terms of office and manner of election of directors.

#### ARTICLE X.

The Board of Directors shall have the power to provide in the Bylaws of the corporation that the corporation shall or shall not have a membership. *IMP \**  
\* If a membership is so provided for, the qualifications of the members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members shall be established in the Bylaws of the corporation.

#### ARTICLE XI.

No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of this corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted and which organizations have purposes and objects similar to those of the corporation, all determined in accordance with the Bylaws.

#### ARTICLE XII.

These Articles of Incorporation may be amended as provided in the Bylaws of the corporation.

#### ARTICLE XIII.

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall be Dollars (\$) or such additional amount or amounts as may be authorized by three-fourths (3/4) of the votes cast with respect thereto at a lawfully held meeting of the directors of the corporation; provided that, in no event, shall that amount exceed any limit provided by law.

#### ARTICLE XIV.

This corporation hereby appoints Loretta M. Lewis, of Tubac, Arizona, as its initial statutory agent. All notices and processes, including service summons, may be served upon said statutory agent and, when so served,

all be lawful, personal service upon this corporation. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF we, the undersigned incorporators, have hereunto signed our names this 16th day of April, 1997.

Loretta M. Lewis  
LORETTA M. LEWIS  
6 Alegria Road  
Tubac, Arizona 85646

Bonnie Long  
BONNIE LONG  
2341 Camino Esplendido  
Tubac, Arizona 85646

Herbert A. Wisdom  
HERBERT WISDOM  
1931 Frontage  
Tumacacori, Arizona 85640

Lillian G. Garrett  
LILLIAN G. GARRETT  
Box 218  
Tumacacori, Arizona 85640

STATE OF ARIZONA                    )  
  ) SS.  
County of Santa Cruz            )

On this, the 16th day of April, 1997, before me, the undersigned officer, personally appeared LORETTA M. LEWIS, HERBERT WISDOM, LILLIAN G. GARRETT, and BONNIE LONG, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Rita Staples  
NOTARY PUBLIC

My Commission Expires:  
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